

2550 Golf Road
Rolling Meadows, IL 60008

Telephone: 312/640-7000

EVANS / **EVANS RAILCAR**
PRODUCTS COMPANY
LEASING COMPANY
DIVISION

8054-F
81984
8/10

RECORDATION NO. 8054-F FILE NO. 1425

OCT 23 1984 - 12 30 PM

INTERSTATE COMMERCE COMMISSION

N4-303A070

Date

Fee \$

ICC Washington, D.C.

September 5, 1984

ICC OFFICE OF
THE SECRETARY
OCT 23 12 43 PM '84
MOTOR CARRIER UNIT

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Secretary:

Pursuant to 49 U.S.C. § 11303 and the rules and regulations promulgated thereunder, as amended, we hand you herewith for filing six fully-executed counterparts of that certain Release Agreement dated as of September 1, 1984. The parties to the Release Agreement are as follows:

Releasor: Continental Illinois National Bank
Trust Company of Chicago
30 North LaSalle
Chicago, Illinois 60693

Releasee: Evans Railcar Leasing Company
The East Tower, Suite 1000
2550 Golf Road
Rolling Meadows, Illinois 60008

The enclosed Release Agreement relates to that certain Equipment Trust Agreement dated as of August 15, 1975 which was recorded with the Interstate Commerce Commission on September 17, 1975 as ICC Recordation No. 8054. Accordingly, the Release Agreement should be filed as a subfiling under that number.

CT. Kessler

Secretary
Interstate Commerce Commission

September 5, 1984
Page Two

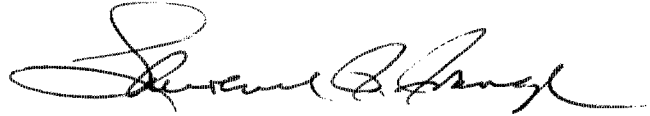
Enclosed herewith is a check in the amount of \$10.00 for payment of the applicable recording fees.

Since these documents are being delivered to you by hand, we would appreciate if you would return to the bearer duly stamped counterparts of the Release Agreement not required to be kept by you, or, if it is not possible to return them to the bearer, send them to:

Mr. Ronald M. Neifield
Rosenthal and Schanfield
Suite 4620
55 East Monroe Street
Chicago, Illinois 60603

Very Truly Yours,

EVANS RAILCAR LEASING COMPANY



Assistant Secretary

Interstate Commerce Commission
Washington, D.C. 20423

10/29/84

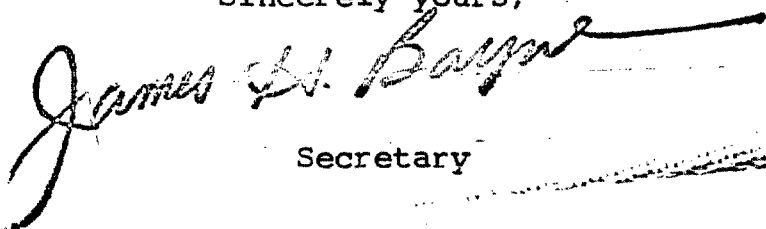
OFFICE OF THE SECRETARY

Ronald M. Neifield
Rosenthal & Schanfield
55 East Monroe St, Suite 4620
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/29/84 at 12:00pm and assigned re-recording number(s). 8054-F, 8478-S, 9012-D, 9896-C & 10613-E

Sincerely yours,


Secretary

Enclosure(s)

OCT 29 1984 - 12 00 PM

RELEASE AGREEMENT INTERSTATE COMMERCE COMMISSION

THIS RELEASE AGREEMENT is dated as of the 1st day of September, 1984, by and among Evans Railcar Leasing Company ("ERLC"), successor by name change and merger to United States Railway Leasing Company and United States Railway Equipment Co., Evans Transportation Company ("ETC"), successor by name change to U. S. Railway Mfg. Co., and Continental Illinois National Bank and Trust Company of Chicago ("Trustee").

WITNESSETH:

WHEREAS, pursuant to a Purchase Agreement dated August 15, 1975 (the "Purchase Agreement") by and between ERLC, ETC and the purchasers (the "Purchasers") named in Annex I to the Purchase Agreement, the Trustee issued and delivered to the Purchasers United States Railway Equipment Co. 11% Equipment Trust Certificates, Series 11 (the "Trust Certificates") in the original aggregate principal amount of \$4,150,000.00, which Trust Certificates were guaranteed by ERLC and ETC; and

WHEREAS, to secure the Trust Certificates, the parties hereto entered into that certain Equipment Trust Agreement dated August 15, 1975, and recorded with the Interstate Commerce Commission ("ICC") on September 17, 1975 as Recordation No. 8054, as amended (the "Equipment Trust Agreement"); and

WHEREAS, ERLC has delivered to the Trustee funds sufficient to pay all of the principal of and accrued (to the date of prepayment) but unpaid interest on the Trust Certificates; and

WHEREAS, contemporaneously herewith the Trustee has reconveyed to ERLC by a Bill of Sale (Reconveyance) in the form of Exhibit A hereto all of the Trustee's rights, titles and interests in and to the Trust Equipment (the "Trust Equipment") covered by the Equipment Trust Agreement; and

WHEREAS, all of the obligations of ERLC and ETC under the Equipment Trust Agreement have been satisfied in full.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual premises and agreements of the parties, it is agreed that

the Equipment Trust Agreement and all Assignments of Leases and Agreements and other agreements executed by and between the parties hereto pursuant to the Purchase Agreement are hereby terminated and shall be of no further force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed in their respective names by their respective officers as of the date first above written.

~~EVANS~~ RAILCAR LEASING COMPANY

By: C. Richard Baum
Vice President

~~EVANS~~ TRANSPORTATION COMPANY

By: C. Richard Baum
Vice President

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY OF
CHICAGO, AS TRUSTEE

By: [Signature]
SECOND Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, Janette C. Benedetto, a Notary Public in and for the County and State aforesaid, do hereby certify that C. Richard Barney the (Vice) President of ~~EVANS~~ RAILCAR LEASING COMPANY, an Illinois corporation, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such officer of said corporation, appeared before me in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act of said corporation for the uses and purposes therein set forth.

Given under my hand and notarial seal this 24th day of October, 1984.

Janette C. Benedetto
Notary Public

My Commission Expires:

My Commission Expires July 25, 1987

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, Jeanette C. Benedetto, a Notary Public in and
for the County and State aforesaid, do hereby certify that
C. Richard Barney and _____,
respectively, the (Vice) President of EVANS TRANSPORTATION
COMPANY, an Illinois corporation, who is personally known to
me to be the same person whose name is subscribed to the
foregoing instrument as such officer of said corporation,
appeared before me in person and acknowledged that he signed
and delivered the said instrument as his own free and volun-
tary act and as the free and voluntary act of said corpora-
tion for the uses and purposes therein set forth.

Given under my hand and notarial seal this 24th day
of October, 1984.

Jeanette C. Benedetto
Notary Public

My Commission Expires:

My Commission Expires July 25, 1987

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, V. Wang, a Notary Public in and
for the County and State aforesaid, do hereby certify that
J. C. Mull Jr., ~~Second~~ Vice President of CONTINENTAL ILLINOIS
NATIONAL BANK AND TRUST COMPANY OF CHICAGO ("Bank"), a
national banking association, personally known to me to be
the same person whose name is subscribed to the foregoing
instrument as such ^{second} Vice President appeared before me in
person and acknowledged that he signed and delivered the
said instrument as his own free and voluntary act, and as
the free and voluntary act of said Bank, for the uses and
purposes therein set forth.

Given under my hand and notarial seal this 18th day
of October, 1984.

V. Wang
Notary Public

My Commission Expires:

My Commission Expires July 31, 1988

EXHIBIT A

Bill of Sale (Reconveyance)

KNOW ALL MEN BY THESE PRESENTS that the undersigned, CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Trustee under that certain Equipment Trust Agreement, Series 11, dated August 15, 1975 ("Seller") for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, does hereby sell, reassign, reconvey, transfer and set over unto ~~EVANS~~ RAILCAR LEASING COMPANY, an Illinois corporation ("Purchaser"), and its successors and assigns all of Seller's rights, titles and interests in and to the railroad equipment (the "Equipment") conveyed to Seller under the above-referenced Equipment Trust Agreement, including but not limited to the Equipment listed on Schedule 1 attached hereto.

The Seller hereby warrants that since the date of its acquisition of the Equipment it has not sold, assigned, transferred or encumbered the Equipment; provided, however, that except as aforesaid, Seller hereby disclaims any warranties of any kind or nature whatsoever with respect to the Equipment.

IN WITNESS WHEREOF, the undersigned has caused this document to be signed by corporate officer thereunder duly authorized as of the 1st day of September, 1984.

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY OF
CHICAGO

By: _____
SECOND Vice President

FINANDE	LOT	* CAR
AGREEMENT	NUMBER	TYPE

LESSOR
NAME

INTERVAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
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SERIES 11 1248-11 ÷ BOX-XM

LEASE POOL

5224	0/00/00	0	0/00/00	0	0 PICK	20052
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SERIES 11 1257-00 * FLAT-LP

[illegible]

FINANCE AGREEMENT	LOT NUMBER #	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
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SERIES 11 1257-00 *	FLAT-LP	ST REGIS PAPER CO	8525	73/10/08	1	73/10/08	11	0	USEX		10126
	FLAT-LP	ST REGIS PAPER CO	8524	73/10/08	1	73/10/08	11	0	USEX		10127
	FLAT-LP	ST REGIS PAPER CO	8528	73/10/08	1	73/10/08	11	0	USEX		10128
	FLAT-LP	ST REGIS PAPER CO	8527	73/10/08	1	73/10/08	11	0	USEX		10129

N=49

SERIES 11 1289-10 #	BOX-XH	LEASE POOL	8653	0/00/00	0	0/00/00	0	0	RI		40161
	BOX-XH	LEASE POOL	9475	0/00/00	0	0/00/00	0	0	RI		57002
	BOX-XH	LEASE POOL	9474	0/00/00	0	0/00/00	0	0	RI		57003
	BOX-XH	LEASE POOL	9479	0/00/00	0	0/00/00	0	0	RI		57005
	BOX-XH	LEASE POOL	9477	0/00/00	0	0/00/00	0	0	RI		57007
	BOX-XH	LEASE POOL	9505	0/00/00	0	0/00/00	0	0	RI		57012
	BOX-XH	LEASE POOL	9461	0/00/00	0	0/00/00	0	0	RI		57021
	BOX-XH	LEASE POOL	9481	0/00/00	0	0/00/00	0	0	RI		57025
	BOX-XH	LEASE POOL	9425	0/00/00	0	0/00/00	0	0	RI		57031
	BOX-XH	LEASE POOL	8690	0/00/00	0	0/00/00	0	0	RI		57032
	BOX-XH	LEASE POOL	8538	0/00/00	0	0/00/00	0	0	RI		57038
	BOX-XH	LEASE POOL	8540	0/00/00	0	0/00/00	0	0	RI		57040
	BOX-XH	LEASE POOL	8546	0/00/00	0	0/00/00	0	0	RI		57046
	BOX-XH	LEASE POOL	8554	0/00/00	0	0/00/00	0	0	RI		57054
	BOX-XH	LEASE POOL	8561	0/00/00	0	0/00/00	0	0	RI		57061
	BOX-XH	LEASE POOL	8562	0/00/00	0	0/00/00	0	0	RI		57062
	BOX-XH	LEASE POOL	8571	0/00/00	0	0/00/00	0	0	RI		57072
	BOX-XH	LEASE POOL	8579	0/00/00	0	0/00/00	0	0	RI		57080
	BOX-XH	LEASE POOL	8595	0/00/00	0	0/00/00	0	0	RI		57101
	BOX-XH	LEASE POOL	8602	0/00/00	0	0/00/00	0	0	RI		57104
	BOX-XH	LEASE POOL	8616	0/00/00	0	0/00/00	0	0	RI		57118
	BOX-XH	LEASE POOL	8624	0/00/00	0	0/00/00	0	0	RI		57126
	BOX-XH	LEASE POOL	8627	0/00/00	0	0/00/00	0	0	RI		57129
	BOX-XH	LEASE POOL	8631	0/00/00	0	0/00/00	0	0	RI		57133
	BOX-XH	LEASE POOL	8637	0/00/00	0	0/00/00	0	0	RI		57139
	BOX-XH	LEASE POOL	8648	0/00/00	0	0/00/00	0	0	RI		57151
	BOX-XH	LEASE POOL	8671	0/00/00	0	0/00/00	0	0	RI		57174
	BOX-XH	LEASE POOL	8675	0/00/00	0	0/00/00	0	0	RI		57178
	BOX-XH	LEASE POOL	8682	0/00/00	0	0/00/00	0	0	RI		57185
	BOX-XH	LEASE POOL	8693	0/00/00	0	0/00/00	0	0	RI		57197
	BOX-XH	LEASE POOL	8700	0/00/00	0	0/00/00	0	0	RI		57204
	BOX-XH	LEASE POOL	8704	0/00/00	0	0/00/00	0	0	RI		57208
	BOX-XH	LEASE POOL	8705	0/00/00	0	0/00/00	0	0	RI		57209
	BOX-XH	LEASE POOL	8712	0/00/00	0	0/00/00	0	0	RI		57217
	BOX-XH	LEASE POOL	8719	0/00/00	0	0/00/00	0	0	RI		57223
	BOX-XH	LEASE POOL	8723	0/00/00	0	0/00/00	0	0	RI		57227
	BOX-XH	LEASE POOL	8724	0/00/00	0	0/00/00	0	0	RI		57228
	BOX-XH	LEASE POOL	8737	0/00/00	0	0/00/00	0	0	RI		57241
	BOX-XH	LEASE POOL	8740	0/00/00	0	0/00/00	0	0	RI		57244
	BOX-XH	LEASE POOL	8750	0/00/00	0	0/00/00	0	0	RI		57254
	BOX-XH	LEASE POOL	8763	0/00/00	0	0/00/00	0	0	RI		57267

FINANCE AGREEMENT	LOT NUMBER	* CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
SERIES 11 1289-10 * BOX-XM											
			LEASE POOL	8788	0/00/00	0	0/00/00	0	0	RI	57294
			LEASE POOL	8798	0/00/00	0	0/00/00	0	0	RI	57305
			LEASE POOL	8799	0/00/00	0	0/00/00	0	0	RI	57307
			LEASE POOL	8800	0/00/00	0	0/00/00	0	0	RI	57308
			LEASE POOL	8801	0/00/00	0	0/00/00	0	0	RI	57309
			LEASE POOL	8807	0/00/00	0	0/00/00	0	0	RI	57316
			LEASE POOL	8835	0/00/00	0	0/00/00	0	0	RI	57346
			LEASE POOL	8862	0/00/00	0	0/00/00	0	0	RI	57373
			LEASE POOL	8865	0/00/00	0	0/00/00	0	0	RI	57376
			LEASE POOL	8876	0/00/00	0	0/00/00	0	0	RI	57387
			LEASE POOL	8684	0/00/00	0	0/00/00	0	0	ROCK	557003

N=52

SERIES 11 1385-03 * BOX-XM											
			LOUISVILLE NEW ALBANY & CORYDON RR	26178	75/09/08	1	75/09/08	12	0	LWAC	10246
			LOUISVILLE NEW ALBANY & CORYDON RR	26180	75/09/08	1	75/09/08	12	0	LWAC	10248
			LOUISVILLE NEW ALBANY & CORYDON RR	26182	75/09/08	1	75/09/08	12	0	LWAC	10250
			LOUISVILLE NEW ALBANY & CORYDON RR	26184	75/09/08	1	75/09/08	12	0	LWAC	10252
			LOUISVILLE NEW ALBANY & CORYDON RR	26185	75/09/08	1	75/09/08	12	0	LWAC	10253
			LOUISVILLE NEW ALBANY & CORYDON RR	26187	75/09/08	1	75/09/08	12	0	LWAC	10255
			LOUISVILLE NEW ALBANY & CORYDON RR	26189	75/09/08	1	75/09/08	12	0	LWAC	10257
			LOUISVILLE NEW ALBANY & CORYDON RR	26191	75/09/08	1	75/09/08	12	0	LWAC	10259
			LOUISVILLE NEW ALBANY & CORYDON RR	26192	75/09/08	1	75/09/08	12	0	LWAC	10260
			LOUISVILLE NEW ALBANY & CORYDON RR	26193	75/09/08	1	75/09/08	12	0	LWAC	10261
			LOUISVILLE NEW ALBANY & CORYDON RR	26198	75/09/08	1	75/09/08	12	0	LWAC	10266
			LOUISVILLE NEW ALBANY & CORYDON RR	26199	75/09/08	1	75/09/08	12	0	LWAC	10267
			LOUISVILLE NEW ALBANY & CORYDON RR	26200	75/09/08	1	75/09/08	12	0	LWAC	10268
			LOUISVILLE NEW ALBANY & CORYDON RR	26201	75/09/08	1	75/09/08	12	0	LWAC	10269
			LOUISVILLE NEW ALBANY & CORYDON RR	26202	75/09/08	1	75/09/08	12	0	LWAC	10271
			LOUISVILLE NEW ALBANY & CORYDON RR	26206	75/09/08	1	75/09/08	12	0	LWAC	10274
			LOUISVILLE NEW ALBANY & CORYDON RR	26207	75/09/08	1	75/09/08	12	0	LWAC	10275
			LOUISVILLE NEW ALBANY & CORYDON RR	26209	75/09/08	1	75/09/08	12	0	LWAC	10277
			LOUISVILLE NEW ALBANY & CORYDON RR	26210	75/09/08	1	75/09/08	12	0	LWAC	10278
			LOUISVILLE NEW ALBANY & CORYDON RR	26213	75/09/08	1	75/09/08	12	0	LWAC	10281
			LOUISVILLE NEW ALBANY & CORYDON RR	26214	75/09/08	1	75/09/08	12	0	LWAC	10282
			LOUISVILLE NEW ALBANY & CORYDON RR	26215	75/09/08	1	75/09/08	12	0	LWAC	10283
			LOUISVILLE NEW ALBANY & CORYDON RR	26216	75/09/08	1	75/09/08	12	0	LWAC	10284
			LOUISVILLE NEW ALBANY & CORYDON RR	26217	75/09/08	1	75/09/08	12	0	LWAC	10285
			LOUISVILLE NEW ALBANY & CORYDON RR	26218	75/09/08	1	75/09/08	12	0	LWAC	10286
			LOUISVILLE NEW ALBANY & CORYDON RR	26222	75/09/08	1	75/09/08	12	0	LWAC	10290
			LOUISVILLE NEW ALBANY & CORYDON RR	26223	75/09/08	1	75/09/08	12	0	LWAC	10291
			LOUISVILLE NEW ALBANY & CORYDON RR	26224	75/09/08	1	75/09/08	12	0	LWAC	10292
			LOUISVILLE NEW ALBANY & CORYDON RR	26225	75/09/08	1	75/09/08	12	0	LWAC	10293

N=29

SCHEDULE I

<u>No. of Cars</u>	<u>Description of Equipment*</u>	<u>Lessee</u>	<u>Lease Term (Years)</u>	<u>Car Reporting Marks (Both Inclusive)</u>
70	2773 cu. ft. 70-ton open top hopper cars	Great Lakes Carbon Corporation	8	USEX 6025 through 6094
60	40'6" 50-ton box cars	The Pickens Railroad Co.	10	PICK 20000 through 20059
55	70-ton pulpwood flat cars	St. Regis Paper Company	10	USEX 10075 through 10129
396	50-ton 40'6" steel sheathed box cars with 6' sliding doors	Chicago, Rock Island and Pacific Railroad Company, Debtor	10	RI 57000 through 57395